



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 Web www.marmon.com

RECORDATION NO. 16637-D FILED

FEB 15 '00 9-29 AM

TS

SURFACE TRANSPORTATION BOARD

January 17, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Recordation Section
Room 2311

RECORDATION NO. 16637-E FILED

Re: Equipment Trust Agreement (Series CAN-5)
Recordation No. 16637
Termination of Trust Agreement

FEB 15 '00 9-38 AM

TS

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. These secondary documents, dated as of November 15, 1999, are:

1. Termination of Trust Agreement between Procor Limited and The Royal Trust Company, as Trustee.
2. Bill of Sale from the Trustee to Procor Limited.

The primary document to which these are connected is recorded under Recordation No. 16637.

The names and addresses of the parties to the documents are as follows:

Trustee: The Royal Trust Company
320 Bay Street
P. O. Box 1
Toronto, Ontario, Canada M5H 4A6

Company: Procor Limited
2001 Speers Road
Oakville, Ontario, Canada L6J 5E1

The Equipment involved in this transaction is: railroad tank cars as more fully described in Schedule A to this letter.

Surface Transportation Board

Page 2

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fees.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,



Jean Fowler
Legal Assistant

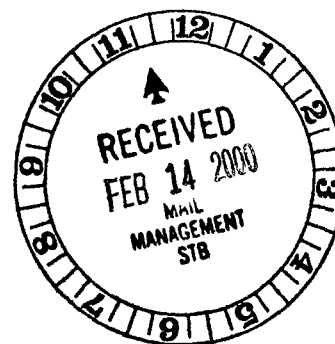
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THE MARMON GROUP, INC.

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February 11, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Taledia Stokes
Recordation Section
Room 2311

Re: Equipment Trust Agreement (Series CAN-5)
Recordation No. 16637
Termination of Trust Agreement

Dear Ms. Stokes:

In response to your telephone request, enclosed is a corrected original cover letter to accompany the termination of trust documents sent to you with my letter of January 17, 2000, with respect to the captioned Equipment Trust Agreement. This letter has been corrected to reflect that the "company" is Procor Limited, rather than Union Tank Car Company.

Thank you very much for your assistance and cooperation, and I apologize for any inconvenience this may have caused.

Sincerely,

Jean Fowler
Legal Assistant

jf/
encl

STATE OF ILLINOIS)
)
COUNTY OF COOK)

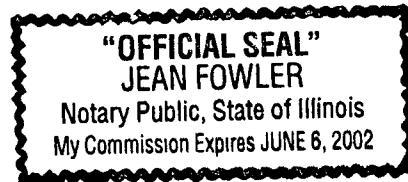
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement dated as of November 15, 1999, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 14th day of January, 2000.


Notary Public

4066T



TERMINATION OF TRUST AGREEMENT

FEB 15 '00

9-29 AM

SURFACE TRANSPORTATION BOARD

This Termination of Trust Agreement is entered into as of November 15, 1999, by and between PROCOR LIMITED, a corporation of Canada ("Company"), and THE ROYAL TRUST COMPANY ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1989, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series CAN-5) in the aggregate principal amount of US\$16,730,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 4.01 of the Trust Agreement, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 4.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.


D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement


The Company and Trustee hereby agree, pursuant to Sections 4.01 and 4.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated, save and except those provisions relating to the indemnification of the Trustee, effective as of November 15, 1999, (ii) the Trust Agreement was terminated and discharged effective as of November 15, 1999, and (iii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of November 15, 1999.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

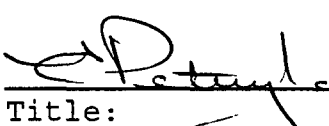
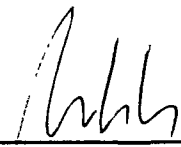
PROCOR LIMITED

By: 
R. C. Gluth
Vice President

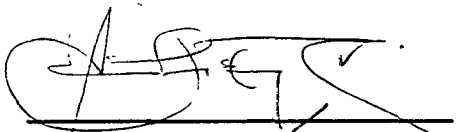
Attest:


Robert W. Webb
Secretary

THE ROYAL TRUST COMPANY

By:  
Title: _____
EUGENIA PETRYLA
ACCOUNT MANAGER
MAHOMED LIMBADA
AUTHORIZED SIGNATORY

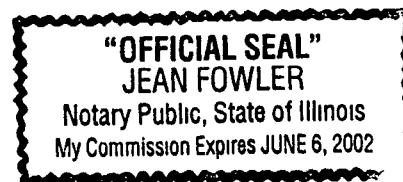
Attest:


CHRIS MCGREGOR
UTC3771C AUTHORIZED SIGNATORY

STATE OF ILLINOIS)
COUNTY OF COOK) ss

On January 3, 2000, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Procor Limited, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public



CITY OF TORONTO)
PROVINCE OF ONTARIO)

On this 12th day of January, 2000, before me personally came E. Petrucci & M. Wimbada ^{they are authorized signers} to me known, who, being by me duly sworn, did depose and say that ~~he~~ ^{they} are ~~is~~ ^{are} authorized signers of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that ~~he~~ ^{they} know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that ~~he~~ ^{they} signed his ^{their} name thereto by like order.


Notary Public, Province of Ontario Canada

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: P106 - CAN V

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
41	C214	5,820 CU.FT.	UNPX 123453-123477, 123584-123599
2	C711	2,900 CU FT.	UNPX 120598-120599
58	T054	12,900 GAL.	PROX 13600-13637, 60062-60081
23	T055	20,000 GAL.	PROX 14970-14992
1	T104	16,000 GAL.	PROX 64143
11	T106	23,500 GAL.	PROX 74310, 74317-74318, 74320-74321, 74335, 74364-74368
81	T107	25,000 GAL	PROX 23100-23160, 24018-24035, 24037-24038
105	T108	30,000 GAL	PROX 41276-41290, 41400-41414, 41445-41474, 41500-41534, 41565-41567, 41570-41571, 41575-41577, 43223, 43226
18	T944	17,300 GAL.	PROX 28050-28066, 28068
<u>340</u>	TOTAL CARS		

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of November 15, 1999, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this first day of January, 2000.


Notary Public

4066A

